

ORIGINAL



I, James L. Mertz, do hereby state that I am an

 Applicant

 X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2007-0004; ZMOD 2007-0005

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS and LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS, and REAL ESTATE BROKERS, and all AGENTS of any of the foregoing.**

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
120-38-9029	CTD Offsite LLC	13650 Dulles Technology Drive, Suite 250 Herndon, VA 20171	Owner/Applicant
	James L. Mertz	Same as above	Agent of Applicant
	McCandlish & Lillard, PC	11350 Random Hills Road, Suite 500, Fairfax, VA 22030	Attorneys
	Patton Harris Rust & Associates	208 Church Street, SE Leesburg VA 20175	Agent/Planners and Engineers

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

CTD Offsite, LLC, 13650 Dulles Technology Drive, Suite 250; Herndon, VA 20171

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
TR Realty Loudoun Partners, LTD	
Carbon Loudoun, LTD	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Development Corporation, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Hayden Company	
The Williamsburg Corporation	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Hayden Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Margaret Thompson Wolf Hayden, Company Investment Trust	Mary Ann Thompson Hayden, Company Investment Trust
Henry Douglas Thompson Hayden, Company Investment Trust	Mary T. Wolf "F" Trust
John P. Thompson, Jr., Hayden, Company Investment Trust	H. Douglas Thompson "F" Trust
	John P. Thompson, Jr. "F" Trust

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

--- *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Williamsburg Corporation, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jere W. Thompson	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Margaret Thompson Wolf Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Henry Douglas Thompson Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
H. Douglas Thompson "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson, Jr. Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John P. Thompson, Jr. "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Ann Thompson-Frenk "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson-Frenk "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Mary Ann Thompson-Frenk	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Investment Corporation, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Hayden Company	
The Williamsburg Company	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Florida Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

H. Douglas Thompson "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
H. Douglas Thompson	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson, Jr. "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John P. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary T. Wolf "F" Trust, 12225 Greenville Ave., Suite 440, Dallas TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Loudoun CL-1, LLC 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Edmund H. Garahan	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

McCandlish & Lillard, PC, 11350 Random Hills Road, Suite 500, Fairfax, VA 22030

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
W. McCauley Arnold	Stephen C. Price
Eric J. Berghold	Brian R. Sanderson
Gary W. Brown	Douglas J. Sanderson
John W. Farrell	Adam W. Smith
Robert H. J. Loftus	Ralph M. Tener
R. Peyton Mahaffey	
Lawrence J. McClafferty	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
R. Peyton Mahaffey	President
Ralph M. Tener	Secretary/Treasurer
Eric Berghold	Vice President - HR

Check if applicable:

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.**	Michael A. Hammer
Michael G. Baker**	Christopher Holt**
Thirumalainivas Bhakthavatsaiam	Paul Dec Holt, Jr.
John F. Callow**	Mark Jerussi
Helman A. Castro	Ralph T. Jones**
Frank H. Donaldson*	John O. Jorgensen
Timothy F. Fletcher	Douglas R. Kennedy**
Bruce J. Frederick**	Graeme C. Lake

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Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. Vice Pres.
Charles B. Perry, II	Chief Executive Officer
Christopher Holt	Chief Financial Officer, Vice President
Susan S. Wolford	Treasurer, Vice President
Thomas L. Osborne	Secretary, Vice President

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Check if applicable:

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2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
L. Nathaniel Ballard	Thomas W. Price
Michael C. Glickman	John D. Reno
John C. Loyd**	Michael G. Reimer
Ronald A. Mislowsky**	Thomas D. Rust*
Robert A. Munse	David J. Saunders**
Patricia D. Monday**	Karl V. Schaeffer
Paul D. Noursi	James C. Slora
Thomas L. Osborne**	Thomas R. Smith**

Continued on Next Page

Names of Officers and Directors: Continued

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All Stockholders with *	Senior Vice President
All Stockholders with **	Vice President

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David H. Steigler	Scott R. Wolford**
Peter J. Stone	Susan S. Wolford**
Paul J. Sun	Kevin D. Wood
Earl R. Sutherland*	John D. Wright**
Mark A. Thomas	William L. Wright
Kevin D. Vaughn**	
Edward G. Venditti**	
John D. Vergeres**	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Realty Loudoun Partners, LTD, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Thompson Realty Development Corporation	General Partner
TR Residential Realty, LTD	Limited Partner
The Florida Company	Limited Partner
The Williamsburg Corporation	Limited Partner
W.T. Field	Limited Partner
Kelly P.B. Drablos	Limited Partner
Mary T. Wolf "F" Trust	Limited Partner
H. Douglas Thompson "F" Trust	Limited Partner
John P. Thompson, Jr. "F" Trust	Limited Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Residential Realty, LTD, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
The Hayden Company	Limited Partner
The Florida Company	Limited Partner
Joe C. Thompson, Jr.	Limited Partner
Jere W. Thompson	Limited Partner
W.T. Field	Limited Partner
Thompson Realty Investment Corporation	General Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Carbon Loudoun, LTD, 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Loudoun CL-1, LLC	General Partner
Edmund H. Garahan	Limited Partner
Kurt Jones	Limited Partner
John C. Hood	Limited Partner
Peter Garahan	Limited Partner
James L. Mertz, Jr.	Limited Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

 In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 X Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

Check if applicable:

 X Additional information attached. *See Attachment to Paragraph C-4(c).*

Attachment to Paragraph C-4(c)

McCandlish & Lillard, PC has an attorney-client relationship with Sandra Chaloux, Planning Commissioner for the Dulles District



McCandlish & Lillard, PC has an attorney-client relationship with Chaloux Environmental Communications, Inc., a corporation with which Ms. Chaloux is affiliated.

McCandlish & Lillard, PC represents Westview Estates Homeowners, Inc. and Ms. Chaloux is a member of that Corporation.

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

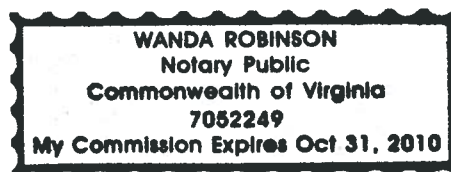
WITNESS the following signature:


check one: ☐ Applicant or ☒ Applicant's Authorized Agent
 EUP
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 3rd day of December 2008 in
the State/Commonwealth of Virginia, in the County/City of Fairfax


Notary Public

My Commission Expires: 10-31-2010



I, James L. Mertz, do hereby state that I am an
 ___ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2007-0004; ZMOD 2007-0005

and that to the best of my knowledge and belief, the following information is true:



C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
121-37-7500; 121-38-0079; 120-17-0779; 121-47-6384	CTD Moorefield Retail, LLC (CTDMR)	13650 Dulles Technology Drive, Suite 250 Herndon, VA 20171	Owner/Applicant
	James L. Mertz	Same as above	Agent of Applicant
	McCandlish & Lillard, PC	11350 Random Hills Road, Suite 500, Fairfax, VA 22030	Attorneys
	Patton Harris Rust & Associates	208 Church Street, SE Leesburg VA 20175	Agent/Planners and Engineers

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

___ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

CTD Moorefield Retail, LLC, 13650 Dulles Technology Drive, Suite 250; Herndon, VA 20171

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
TR Realty Loudoun Partners, LTD	
Carbon Loudoun, LTD	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Tom Field	Managing Member
James L. Mertz	Executive Vice President

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Development Corporation, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
The Hayden Company	
The Williamsburg Corporation	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Hayden Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Margaret Thompson Wolf Hayden, Company Investment Trust	Mary Ann Thompson Hayden, Company Investment Trust
Henry Douglas Thompson Hayden, Company Investment Trust	Mary T. Wolf "F" Trust
John P. Thompson, Jr., Hayden, Company Investment Trust	H. Douglas Thompson "F" Trust
	John P. Thompson, Jr. "F" Trust

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Williamsburg Corporation, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jere W. Thompson	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Margaret Thompson Wolf Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Henry Douglas Thompson Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
H. Douglas Thompson "F" Trust	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson, Jr. Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
John P. Thompson, Jr. "F" Trust	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson Hayden Company Investment Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Ann Thompson-Frenk "F" Trust	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary Ann Thompson-Frenk "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary Ann Thompson-Frenk	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Thompson Realty Investment Corporation, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
The Hayden Company	
The Williamsburg Company	
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

The Florida Company, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Joe C. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

H. Douglas Thompson "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
H. Douglas Thompson	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

John P. Thompson, Jr. "F" Trust, 12225 Greenville Ave., Suite 440, Dallas, TX 75243

Description of Corporation:

☒ X There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
John P. Thompson, Jr.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Mary T. Wolf "F" Trust, 12225 Greenville Ave., Suite 440, Dallas TX 75243

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Mary T. Wolf	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Loudoun CL-1, LLC 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Edmund H. Garahan	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

McCandlish & Lillard, PC, 11350 Random Hills Road, Suite 500, Fairfax, VA 22030

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
W. McCauley Arnold	Stephen C. Price
Eric J. Berghold	Brian R. Sanderson
Gary W. Brown	Douglas J. Sanderson
John W. Farrell	Adam W. Smith
Robert H. J. Loftus	Ralph M. Tener
R. Peyton Mahaffey	
Lawrence J. McClafferty	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
R. Peyton Mahaffey	President
Ralph M. Tener	Secretary/Treasurer
Eric Berghold	Vice President - HR

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.**	Michael A. Hammer
Michael G. Baker**	Christopher Holt**
Thirumalainivas Bhakthavatsaia	Paul Dec Holt, Jr.
John F. Callow**	Mark Jerussi
Helman A. Castro	Ralph T. Jones**
Frank H. Donaldson*	John O. Jorgensen
Timothy F. Fletcher	Douglas R. Kennedy**
Bruce J. Frederick**	Graeme C. Lake

Continued on Next Page

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. Vice Pres.
Charles B. Perry, II	Chief Executive Officer
Christopher Holt	Chief Financial Officer, Vice President
Susan S. Wolford	Treasurer, Vice President
Thomas L. Osborne	Secretary, Vice President

Continued on Next Page

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
L. Nathaniel Ballard	Thomas W. Price
Michael C. Glickman	John D. Reno
John C. Loyd**	Michael G. Reimer
Ronald A. Mislowsky**	Thomas D. Rust*
Robert A. Munse	David J. Saunders**
Patricia D. Monday**	Karl V. Schaeffer
Paul D. Noursi	James C. Slora
Thomas L. Osborne**	Thomas R. Smith**

Continued on Next Page

Names of Officers and Directors: Continued

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All Stockholders with *	Senior Vice President
All Stockholders with **	Vice President

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David H. Steigler	Scott R. Wolford**
Peter J. Stone	Susan S. Wolford**
Paul J. Sun	Kevin D. Wood
Earl R. Sutherland*	John D. Wright**
Mark A. Thomas	William L. Wright
Kevin D. Vaughn**	
Edward G. Venditti**	
John D. Vergeres**	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Realty Loudoun Partners, LTD, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Thompson Realty Development Corporation	General Partner
TR Residential Realty, LTD	Limited Partner
The Florida Company	Limited Partner
The Williamsburg Corporation	Limited Partner
W.T. Field	Limited Partner
Kelly P.B. Drablos	Limited Partner
Mary T. Wolf "F" Trust	Limited Partner
H. Douglas Thompson "F" Trust	Limited Partner
John P. Thompson, Jr. "F" Trust	Limited Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

TR Residential Realty, LTD, 2505 N. Plano Road, Suite 3000, Richardson, TX 75082

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
The Hayden Company	Limited Partner
The Florida Company	Limited Partner
Joe C. Thompson, Jr.	Limited Partner
Jere W. Thompson	Limited Partner
W.T. Field	Limited Partner
Thompson Realty Investment Corporation	General Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Carbon Loudoun, LTD, 1701 N. Collins Blvd., Suite 1200, Richardson, TX 75080

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Loudoun CL-1, LLC	General Partner
Edmund H. Garahan	Limited Partner
Kurt Jones	Limited Partner
John C. Hood	Limited Partner
Peter Garahan	Limited Partner
James L. Mertz, Jr.	Limited Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

 In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

 X Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None

Check if applicable:

 Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

Check if applicable:

 X Additional information attached. *See Attachment to Paragraph C-4(c).*

Attachment to Paragraph C-4(c)

McCandlish & Lillard, PC has an attorney-client relationship with Sandra Chaloux, Planning Commissioner for the Dulles District

McCandlish & Lillard, PC has an attorney-client relationship with Chaloux Environmental Communications, Inc., a corporation with which Ms. Chaloux is affiliated.

McCandlish & Lillard, PC represents Westview Estates Homeowners, Inc. and Ms. Chaloux is a member of that Corporation.

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

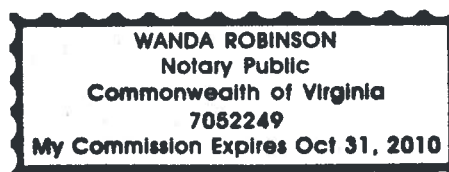

check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Tim L. Mertz EVP.
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 3rd day of December, 2008 in
the State/Commonwealth of Virginia, in the County/City of Fairfax

Wanda Robinson
Notary Public

My Commission Expires: 10-31-2010



I, Alan Truitt, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below
in Application Number(s): ZCPA 2007-0004; ZMOD 2007-0005

and that to the best of my knowledge and belief, the following information is true:

**C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE
PROCEEDINGS**

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

<i>PIN</i>	<i>NAME (First, M.I., Last)</i>	<i>ADDRESS (Street, City, State, Zip Code)</i>	<i>RELATIONSHIP (Listed in bold above)</i>
See attached sheet	Fairfax Investment, L.P.	19775 Belmont Executive Center Suite 250 Ashburn, VA 20147	Applicant/Title Owner
See attached sheet	Moorefield Station West Homeowners Association, Inc.	same	Applicant/Title Owner
	McCandlish & Lillard, PC	11350 Random Hills Rd, #500, Fairfax, VA 22030	Attorneys
	Patton Harris Rust & Associates	208 Church St, SE, Leesburg, VA 20175	Agent/Planners and Engineers
	Alan Truitt, Div. VP, Toll Brothers, Inc.	19775 Belmont Executive Plaza Suite 250 Ashburn, VA 20147	Agent

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X ~~There are additional Real Parties in Interest.~~ See Attachment to Paragraph C-1 . (PIN ##s)

Attachment to Paragraph C-1

PIN Numbers for Parcels owned by Moorefield Station West Homeowners Association, Inc. :

121-47-3874; 121-27-4161; 121-26-8920; 121-37-2401; 121-37-1397

PIN Numbers for Parcels owned by Fairfax Investment, L.P.

121-27-5223; 121-27-5226; 121-27-5229; 121-27-5232; 121-27-5335; 121-27-5339; 121-27-5442; 121-27-5445; 121-27-5548; 121-27-5551; 121-37-5873; 121-37-5877; 121-37-5879; 121-37-5882; 121-37-5885; 121-37-5888; 121-37-5891; 121-37-5796; 121-37-5700; 121-37-5602; 121-37-5606; 121-37-5511; 121-37-5514; 121-37-5417; 121-37-5320; 121-37-3601; 121-37-3698; 121-37-3696; 121-37-3693; 121-37-3790; 121-37-3788; 121-37-3786; 121-37-3783; 121-37-3780; 121-37-3778; 121-37-3776; 121-37-3774; 121-27-3565; 121-27-3563; 121-27-3561; 121-27-3459; 121-27-3456; 121-27-3453; 121-27-3351; 121-27-3349; 121-27-3346; 121-27-3243; 121-27-3241; 121-27-3239; 121-27-3136; 121-27-3228; 121-27-2927; 121-27-2727; 121-27-2527; 121-27-2227; 121-27-1927; 121-27-2235; 121-27-2240; 121-27-2344; 121-27-2448; 121-27-2452; 121-27-2557; 121-27-2561; 121-27-2665; 121-37-2877; 121-37-2881; 121-37-2885; 121-37-2790; 121-37-2794; 121-37-2798; 121-37-2604; 121-37-2707; 121-37-2810; 121-37-3013; 121-37-0204; 121-37-0604; 121-37-0902; 121-37-1199; 121-37-1293; 121-37-1289; 121-37-1286; 121-37-1282; 121-37-0294; 121-37-0291; 121-37-0289; 121-37-0387; 121-37-0385; 121-37-0383; 121-37-0380; 121-37-0172; 121-37-0472; 121-37-0672; 121-37-0873; 121-37-1073; 121-37-1273; 121-37-1573; 121-26-9854; 121-27-0054; 121-27-0254; 121-27-0453; 121-27-0653; 121-27-0853; 121-27-1152; 121-27-0744; 121-27-0742; 121-27-0740; 121-27-0638; 121-27-0636; 121-27-0633; 121-27-9946; 121-26-9943; 121-26-9841; 121-26-9839; 121-26-9837; 121-26-9735; 121-26-9732; 121-27-0625; 121-27-0425; 121-27-0125; 121-27-9925; 121-26-9725; 121-26-9424; 121-26-8623; 121-26-8323; 121-26-8123; 121-26-7923; 121-26-7723; 121-26-7424; 121-26-8331; 121-26-8434; 121-26-8436; 121-26-8437; 121-26-8540; 121-26-8542; 121-26-8645; 121-26-8646; 121-26-8649; 121-26-8751; 121-26-8754; 121-26-8756; 121-26-8857; 121-26-8860; 121-26-9068; 121-26-9070; 121-36-9072; 121-36-9074; 121-36-9076; 121-36-9178; 121-36-9082; 121-36-9084; 121-36-9086; 121-36-9088; 121-36-8989; 121-36-8992; 121-36-9000; 121-36-8499; 121-36-7997; 121-36-7495; 121-36-7988; 121-36-8182; 121-36-8276; 121-26-8171; 121-26-7961; 121-26-7855; 121-26-7749; 121-26-7743; 121-26-7638; 121-26-7532; 121-26-6554; 121-26-6562; 121-26-6669; 121-36-6676; 121-36-6583; 121-36-6088; 121-36-3578

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Toll VA GP Corp., 250 Gibraltar Road, Horsham, PA 19044

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Toll Holdings, Inc.	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Toll Mid-Atlantic LP Company, Inc., 250 Gibraltar Road, Horsham, PA 19044

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Toll Holdings, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Toll Holdings, Inc., 250 Gibraltar Road, Horsham, PA 19044

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Toll Brothers, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Toll Brothers, Inc., 250 Gibraltar Road, Horsham, PA 19044

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☒ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Moorefield Station West Homeowners Association, Inc., 19775 Belmont Executive Center, Suite 250, Ashburn, Virginia 20147

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
NONE - Non-Stock Corporation/No Shareholders	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
Alan Truitt	Director & President
Mark Bobsein	Director & Vice President
Scott Canan	Director & Treasurer

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.**	Michael A. Hammer
Michael G. Baker**	Christopher Holt**
Thirumalainivas Bhakthavatsaiam	Paul Dec Holt, Jr.
John F. Callow**	Mark Jerussi
Helman A. Castro	Ralph T. Jones**
Frank H. Donaldson*	John O. Jorgensen
Timothy F. Fletcher	Douglas R. Kennedy**
Bruce J. Frederick**	Graeme C. Lake

Continued on Next Page

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. Vice Pres.
Charles B. Perry, II	Chief Executive Officer
Christopher Holt	Chief Financial Officer, Vice President
Susan S. Wolford	Treasurer, Vice President
Thomas L. Osborne	Secretary, Vice President

Continued on Next Page

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
L. Nathaniel Ballard	Thomas W. Price
Michael C. Glickman	John D. Reno
John C. Loyd**	Michael G. Reimer
Ronald A. Mislowsky**	Thomas D. Rust*
Robert A. Munse	David J. Saunders**
Patricia D. Monday**	Karl V. Schaeffer
Paul D. Noursi	James C. Slora
Thomas L. Osborne**	Thomas R. Smith**

Continued on Next Page

Names of Officers and Directors: Continued

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All Stockholders with *	Senior Vice President
All Stockholders with **	Vice President

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
David H. Steigler	Scott R. Wolford**
Peter J. Stone	Susan S. Wolford**
Paul J. Sun	Kevin D. Wood
Earl R. Sutherland*	John D. Wright**
Mark A. Thomas	William L. Wright
Kevin D. Vaughn**	
Edward G. Venditti**	
John D. Vergeres**	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

___ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

McCandlish & Lillard, PC, 11350 Random Hills Road, Suite 500, Fairfax, VA 22030

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
W. McCauley Arnold	Stephen C. Price
Eric J. Berghold	Brian R. Sanderson
Gary W. Brown	Douglas J. Sanderson
John W. Farrell	Adam W. Smith
Robert H. J. Loftus	Ralph M. Tener
R. Peyton Mahaffey	
Lawrence J. McClafferty	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>
R. Peyton Mahaffey	President
Ralph M. Tener	Secretary/Treasurer
Eric Berghold	Vice President - HR

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Fairfax Investment, L.P., 19775 Belmont Executive Center, Suite 250, Ashburn, VA 20147

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Toll VA GP Corp.	General Partner
Toll Mid-Atlantic LP Company, Inc.	Limited Partner

Check if applicable:

 Additional Partnership information attached. See Attachment to Paragraph C-3.

4. ADDITIONAL INFORMATION

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(a).

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None

Check if applicable:

☐ Additional information attached. See Attachment to Paragraph C-4(b).

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

Check if applicable:

☒ Additional information attached. See Attachment to Paragraph C-4(c).

Attachment to Paragraph C-4(c)

McCandlish & Lillard, PC has an attorney-client relationship with Sandra Chaloux, Planning Commissioner for the Dulles District

McCandlish & Lillard, PC has an attorney-client relationship with Chaloux Environmental Communications, Inc., a corporation with which Ms. Chaloux is affiliated.

McCandlish & Lillard, PC represents Westview Estates Homeowners, Inc. and Ms. Chaloux is a member of that Corporation.

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Alan R. Truitt

check one: ☐ Applicant or ☒ Applicant's Authorized Agent

Alan R. Truitt

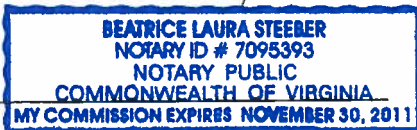
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 3rd day of December 2008, in the State/Commonwealth of Virginia, in the County/City of Loudoun.

Beatrice Laura Steeber

Notary Public

My Commission Expires:



ORIGINAL

I, J. Hamilton Lambert, do hereby state that I am an

 Applicant

 X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZCPA 2007-0004
ZMOD 2007-0005

and that to the best of my knowledge and belief, the following information is true:



C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
120-29-7420; 089-25-8906	Claude Moore Charitable Foundation	11350 Random Hills Road, Suite 520, Fairfax, VA 22030	Owner/Applicant
	J. Hamilton Lambert, Exec Dir	Same as above	Agent of Applicant
	McCandlish & Lillard, PC	11350 Random Hills Road, Suite 500, Fairfax, VA 22030	Attorneys
	Patton Harris Rust & Associates	208 Church Street, SE Leesburg VA 20175	Agent/Planners and Engineers

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Claude Moore Charitable Foundation, 11350 Random Hills Road, Suite 520, Fairfax, VA 22030

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Trustees	
Jesse B. Wilson	
Peter A. Arnston	
Leigh B. Middleditch	
Guy M. Gravett (successor Trustee to Verlin W. Smith as of August 18, 2004)	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
J. Hamilton Lambert	Executive Director
Randolph A Sutliff	General Counsel

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

McCandlish & Lillard, PC, 11350 Random Hills Road, Suite 500, Fairfax, VA 22030

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
W. McCauley Arnold	Stephen C. Price
Eric J. Berghold	Brian R. Sanderson
Gary W. Brown	Douglas J. Sanderson
John W. Farrell	Adam W. Smith
Robert H. J. Loftus	Ralph M. Tener
R. Peyton Mahaffey	
Lawrence J. McClafferty	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>
R. Peyton Mahaffey	President
Ralph M. Tener	Secretary/Treasurer
Eric Berghold	Vice President - HR

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Fred D. Ameen, Jr.**	Michael A. Hammer
Michael G. Baker**	Christopher Holt**
Thirumalainivas Bhakthavatsaiam	Paul Dec Holt, Jr.
John F. Callow**	Mark Jerussi
Helman A. Castro	Ralph T. Jones**
Frank H. Donaldson*	John O. Jorgensen
Timothy F. Fletcher	Douglas R. Kennedy**
Bruce J. Frederick**	Graeme C. Lake

Continued on Next Page

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Thomas D. Rust, PE, AICP	Chairman of the Board, Sr. Vice Pres.
Charles B. Perry, II	Chief Executive Officer
Christopher Holt	Chief Financial Officer, Vice President
Susan S. Wolford	Treasurer, Vice President
Thomas L. Osborne	Secretary, Vice President

Continued on Next Page

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation and no shareholders are listed below.

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
L. Nathaniel Ballard	Thomas W. Price
Michael C. Glickman	John D. Reno
John C. Loyd**	Michael G. Reimer
Ronald A. Mislowsky**	Thomas D. Rust*
Robert A. Munse	David J. Saunders**
Patricia D. Monday**	Karl V. Schaeffer
Paul D. Noursi	James C. Slora
Thomas L. Osborne**	Thomas R. Smith**

Continued on Next Page

Names of Officers and Directors: Continued

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
All Stockholders with *	Senior Vice President
All Stockholders with **	Vice President

Check if applicable:

XX There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above) Continued

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Patton Harris Rust & Associates (PHR+A) 208 Church Street, SE Leesburg, VA 20175

Description of Corporation:

XX *There are 100 or fewer shareholders and all shareholders are listed below.*

There are more than 100 shareholders and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

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There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders: Continued

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
David H. Steigler	Scott R. Wolford**
Peter J. Stone	Susan S. Wolford**
Paul J. Sun	Kevin D. Wood
Earl R. Sutherland*	John D. Wright**
Mark A. Thomas	William L. Wright
Kevin D. Vaughn**	
Edward G. Venditti**	
John D. Vergeres**	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

_____ N/A _____

___ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>

Check if applicable:

___ Additional Partnership information attached. *See Attachment to Paragraph C-3.*

4. **ADDITIONAL INFORMATION**

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). *None*

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state).

Check if applicable:

☒ Additional information attached. *See Attachment to Paragraph C-4(c).*

Attachment to Paragraph C-4(c)

McCandlish & Lillard, PC has an attorney-client relationship with Sandra Chaloux, Planning Commissioner for the Dulles District

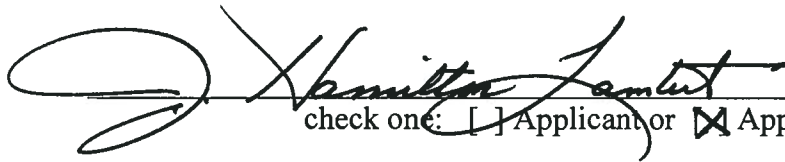
McCandlish & Lillard, PC has an attorney-client relationship with Chaloux Environmental Communications, Inc., a corporation with which Ms. Chaloux is affiliated.

McCandlish & Lillard, PC represents Westview Estates Homeowners, Inc. and Ms. Chaloux is a member of that Corporation.

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

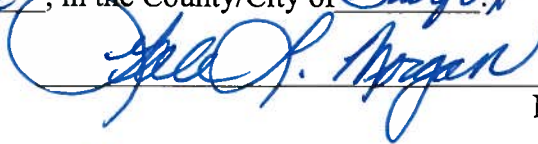
WITNESS the following signature:



check one: ☐ Applicant or ☒ Applicant's Authorized Agent

J. H. LAMBERT EXECUTIVE DIRECTOR C.M.C.F.
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 3rd day of December, 2008, in
the State/Commonwealth of Virginia, in the County/City of Suffolk



Notary Public

My Commission Expires: 12/31/2012

